

GATX

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

No. *3-300 A046*
Date *OCT 27 1983*
Fee \$ *10.00*

LAW DEPARTMENT

ICC Washington, D.C.

October 26, 1983

RECORDATION NO. *4951-19* Filed 1428

OCT 27 1983 11 11 AM

Secretary of the Interstate
Commerce Commission
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

RE: General American Transportation Corporation
Equipment Trust Series 65

Gentlemen:

I am counsel to General American Transportation
Corporation.

Enclosed herewith are five (5) signed copies of a
Supplemental Agreement dated as of October 31, 1983, deleting a
portion of the railroad cars covered by the above Trust
Agreement, together with our check for \$10.00 to cover the
filing and recordation fees.

The Trust Agreement was first recorded in the office of
the Secretary of the Interstate Commerce Commission on July 15,
1968 under Recordation No. 4951.

The Trust Equipment deleted by the enclosed consists of
railroad cars described in the aforementioned documents
(primarily railroad cars of various AAR, DOT and ICC
classifications) and the road numbers of such cars are listed in
said documents.

The names and addresses of the parties referred to in
said agreements are:

The Chase Manhattan Bank, N.A.
One New York Plaza
New York, New York 10081
Attention: Mr. T.J. Fitzsimons

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: J.R. Moran

W. J. H. H. H.

W. J. H. H. H.

Interstate Commerce Commission
Washington, D.C. 20423

10/27/83

OFFICE OF THE SECRETARY

Elizabeth D.R. Bassel
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/27/83** at **11:20am** and assigned recordation number(s). **4951-G**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

RECORDATION NO. 4951-18 FILED 1125

OCT 27 1983 11 12 AM

STATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF OCTOBER 31, 1983
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JULY 15, 1968

BY AND BETWEEN

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of October 31, 1983 by and between The Chase Manhattan Bank, N.A., as Trustee, and GATX Corporation, a New York corporation, formerly known as General American Transportation Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of July 15, 1968 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 65, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20 of the Interstate Commerce Act on July 15, 1968, Recordation No. 4951; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

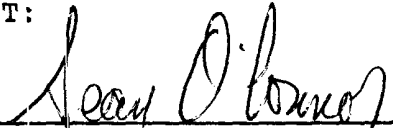
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of October 31, 1983.

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

By: 

ATTEST:



GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: 

ATTEST:



Assistant Secretary

3411D

STATE OF New York)

) ss.:

COUNTY OF New York)

On this 25th day of October, 1983, before me personally appeared W. A. Payne, to me personally known, who, being by me duly sworn, says that he is Vice President of The Chase Manhattan Bank N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said The Chase Manhattan Bank N.A. that said instrument was signed and sealed on behalf of said The Chase Manhattan Bank N.A. by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Della M. Killett
Notary Public

DELLA M. KILLETT
Notary Public, State of New York
No. 24-4659667
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1985

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this October 21 1983, before me personally appeared James R. Coulter, to me personally known, who, being by me duly sworn, said that he is Treasurer of GATX Corporation, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth A. Bassel
Notary Public

3412D

My Commission Expires April 16, 1985

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	AAR 211A100-W-1	20,000	GATX 59829.	7-1982	\$13,611.00	\$21,276.00	\$ 21,276.00	9-1967	9-1967
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46251.	2-1983	15,861.00	27,777.00	27,777.00	7-1967	7-1967
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46255.	6-1982	15,861.00	27,365.00	27,365.00	7-1967	7-1967
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46306.	8-1982	16,975.00	29,288.00	29,288.00	10-1967	10-1967
3 Tank Cars	DOT 103-W	8,000	GATX 3861, 3864, 3866.	12-1982	8,667.00	7,442.00	22,326.00	10-1959	10-1959
1 Tank Car	DOT 103-W	8,000	GATX 7779.	12-1982	8,545.00	7,955.00	7,955.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 7797.	8-1982	8,680.00	8,793.00	8,793.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 85112.	1-1983	8,192.00	8,779.00	8,779.00	4-1960	4-1960
1 Tank Car	DOT 103-W	8,000	GATX 85122.	12-1982	8,192.00	7,626.00	7,626.00	4-1960	4-1960
1 Tank Car	DOT 103-W	8,000	GATX 85154.	1-1983	8,661.00	9,281.00	9,281.00	7-1960	7-1960
1 Tank Car	DOT 103-W	8,000	GATX 85182.	2-1983	8,661.00	9,281.00	9,281.00	7-1960	7-1960
1 Tank Car	DOT 103-W	8,000	GATX 86104.	1-1983	10,726.00	11,494.00	11,494.00	11-1960	11-1960
1 Tank Car	DOT 103-W	8,000	GATX 86105.	2-1983	10,726.00	11,494.00	11,494.00	11-1960	11-1960
1 Tank Car	DOT 103-W	8,000	GATX 86129.	9-1982	10,726.00	10,866.00	10,866.00	11-1960	11-1960
1 Tank Car	DOT 103-W	10,000	GATX 9826.	9-1982	14,233.00	13,250.00	13,250.00	5-1960	5-1960
1 Tank Car	DOT 103A-W	10,000	GATX 34460.	6-1982	9,503.00	8,846.00	8,846.00	3-1960	3-1960
1 Tank Car	ICC 103B-W	10,000	GATX 4726.	12-1982	16,561.00	24,548.00	24,548.00	11-1967	11-1967
1 Tank Car	DOT 105A500-W	10,800	GATX 72107.	2-1983	12,553.00	10,447.00	10,447.00	4-1957	4-1957

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 105A500-M	10,800	GATX 72378.	12-1982	\$13,645.00	\$11,717.00	\$ 11,717.00	3-1959	3-1959
1 Tank Car	DOT 105A500-M	10,800	GATX 76256.	1-1983	13,350.00	13,201.00	13,201.00	4-1959	4-1959
1 Tank Car	DOT 105A500-M	10,800	GATX 76257.	10-1982	13,350.00	11,464.00	11,464.00	4-1959	4-1959
1 Tank Car	DOT 105A500-M	10,800	GATX 76297.	1-1983	13,350.00	13,201.00	13,201.00	4-1959	4-1959
2 Tank Cars	DOT 105A500-M	10,800	GATX 83018, 83021.	2-1983	13,645.00	13,493.00	26,986.00	3-1959	3-1959
1 Tank Car	ICC 105A500-M	16,500	GATX 98026.	2-1983	18,994.00	29,773.00	29,773.00	7-1967	7-1967
1 Tank Car	ICC 111A100-M-1	10,000	GATX 98472.	7-1982	11,258.00	16,702.00	16,702.00	6-1967	6-1967
5 Tank Cars	ICC 111A100-M-1	13,200	GATX 92010, 92013, 92026, 92036, 92039.	6-1982	18,038.00	28,195.00	140,975.00	5-1968	5-1968
1 Tank Car	ICC 111A100-M-1	13,200	GATX 92030.	9-1982	18,038.00	28,195.00	28,195.00	5-1968	5-1968
1 Tank Car	ICC 111A100-M-1	20,000	GATX 29472.	6-1982	15,122.00	23,637.00	23,637.00	1-1968	1-1968
1 Tank Car	ICC 111A100-M-1	20,000	GATX 72681.	7-1982	14,748.00	21,860.00	21,860.00	7-1967	7-1967
2 Tank Cars	ICC 111A100-M-1	20,000	GATX 91725, 91745.	7-1982	14,137.00	22,097.00	44,194.00	12-1967	12-1967
1 Tank Car	ICC 111A100-M-1	20,000	GATX 97673.	12-1982	14,743.00	21,853.00	21,853.00	3-1967	3-1967
1 Tank Car	DOT 111A100-M-5	10,000	GATX 80570.	7-1982	11,082.00	10,437.00	10,437.00	12-1959	12-1959
1 Tank Car	ICC 111A100-M-5	18,000	GATX 81475.	2-1983	18,574.00	29,114.00	29,114.00	11-1967	11-1967
1 Tank Car	DOT 111A100AL-M-2	10,200	GATX 84541.	11-1982	16,030.00	13,765.00	13,765.00	1-1959	1-1959
1 Tank Car	ICC 111A100-M-1	8,000	GATX 8148.	7-1982	22,822.00	22,822.00	22,822.00	5-1967	5-1967
1 Tank Car	ICC 111A60-M-1	8,000	GATX 27786.	2-1983	9,450.00	15,034.00	15,034.00	4-1968	4-1968

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A60-W-1	10,000	GATX 38110.	9-1982	\$10,645.00	\$16,639.00	\$ 16,639.00	11-1967	11-1967
1 Tank Car	DOT 111A60-W-1	10,000	GATX 64799.	7-1982	13,055.00	11,550.00	11,550.00	12-1958	12-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72351.	11-1982	12,676.00	11,215.00	11,215.00	12-1953	12-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 80412.	7-1982	15,082.00	12,951.00	12,951.00	3-1953	3-1959
2 Tank Cars	DOT 111A60-W-1	10,000	GATX 80506, 80577.	1-1983	11,082.00	10,959.00	21,918.00	12-1953	12-1959
1 Tank Car	ICC 111A60-W-1	10,000	GATX 91849.	9-1982	10,429.00	16,301.00	16,301.00	2-1963	2-1968
1 Tank Car	ICC 111A60-W-1	16,000	GATX 10640.	11-1982	18,472.00	28,874.00	28,874.00	4-1963	4-1968
1 Tank Car	ICC 111A60-W-1	20,000	GATX 10247.	9-1982	17,987.00	28,116.00	28,116.00	12-1963	12-1967
1 Tank Car	ICC 111A60-W-1	20,000	GATX 99430.	10-1982	19,243.00	28,523.00	28,523.00	9-1963	9-1967
1 Tank Car	ICC 111A60-W-1	24,800	GATX 98057.	12-1982	19,995.00	29,638.00	29,638.00	10-1957	10-1967
1 Tank Car	ICC 103-W	10,000	GATX 86536.	11-1982	15,619.00	23,151.00	23,151.00	6-1967	6-1967
1 Tank Car	ICC 103-W	12,500	GATX 99409.	7-1982	20,626.00	30,573.00	30,573.00	3-1967	3-1967
1 Tank Car	ICC 105A100-W	11,000	GATX 80487.	1-1983	13,969.00	14,970.00	14,970.00	3-1960	3-1960
1 Tank Car	ICC 105A100-W	11,000	GATX 80488.	10-1982	13,969.00	13,004.00	13,004.00	3-1960	3-1960
3 Tank Cars	ICC 111A100-W-1	8,000	GATX 91582, 91592, 91606.	7-1982	14,194.00	22,187.00	66,561.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	8,000	GATX 91594.	9-1982	14,194.00	22,187.00	22,187.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	13,200	GATX 92046.	6-1982	18,038.00	28,195.00	28,195.00	5-1968	5-1968
1 Tank Car	ICC 111A100-W-1	15,000	GATX 98254.	12-1982	16,806.00	24,911.00	24,911.00	8-1967	8-1967

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65

SCHEDULE 1

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A100-M-1	20,000	GATX 11595.	7-1982	\$13,656.00	\$21,346.00	\$ 21,346.00	4-1968	4-1968
1 Tank Car	ICC 111A100-M-1	20,000	GATX 72678.	7-1982	14,748.00	21,860.00	21,860.00	7-1967	7-1967
1 Tank Car	ICC 111A100-M-1	20,000	GATX 91827.	11-1982	14,487.00	22,644.00	22,644.00	5-1968	5-1968
1 Tank Car	ICC 111A60-M-1	8,000	GATX 27790.	9-1982	9,450.00	14,771.00	14,771.00	5-1968	5-1968
1 Tank Car	ICC 111A60-M-1	8,000	GATX 34521.	6-1982	10,920.00	16,186.00	16,186.00	4-1967	4-1967
1 Tank Car	ICC 111A60-M-1	10,000	GATX 23817.	7-1982	9,463.00	14,027.00	14,027.00	4-1967	4-1967
1 Tank Car	ICC 111A60-M-1	10,000	GATX 38031.	6-1982	11,260.00	17,601.00	17,601.00	8-1967	8-1967
1 Tank Car	ICC 111A60-M-1	20,000	GATX 10038.	11-1982	20,268.00	31,681.00	31,681.00	4-1968	4-1968
1 Damage Free Car	RBL 4,535 Cu.Ft.		ASHX 4127.	9-1982	18,813.00	32,459.00	32,459.00	11-1967	11-1967
2 Tank Cars	DOT 103-M	8,000	GATX 4711, 4712.	4-1983	8,414.00	8,221.00	16,442.00	2-1960	2-1960
1 Tank Car	DOT 103-M	8,000	GATX 4719.	5-1983	8,414.00	8,221.00	8,221.00	1-1960	1-1960
1 Tank Car	DOT 103-M	8,000	GATX 23876.	3-1983	8,876.00	9,512.00	9,512.00	7-1960	7-1960
1 Tank Car	DOT 103-M	8,000	GATX 81924.	5-1983	14,166.00	15,181.00	15,181.00	6-1960	6-1960
1 Tank Car	DOT 103-M	8,000	GATX 85110.	5-1983	8,192.00	8,004.00	8,004.00	4-1960	4-1960
1 Tank Car	DOT 103-M	8,000	GATX 85165.	3-1983	8,661.00	9,281.00	9,281.00	7-1960	7-1960
1 Tank Car	ICC 103-M	12,500	GATX 99413.	4-1983	20,626.00	30,567.00	30,567.00	3-1967	3-1967
1 Tank Car	DOT 105A500-M	10,800	GATX 64798.	5-1983	13,055.00	11,858.00	11,858.00	12-1958	12-1958
1 Tank Car	DOT 105A500-M	10,800	GATX 72177.	3-1983	12,951.00	10,778.00	10,778.00	7-1957	7-1957

SCHEDULE 1

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65

CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	ICC 111A100-W-1	13,200	GATX 92027.	4-1983	\$18,038.00	\$28,697.00	\$ 28,697.00	5-1968	5-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 52288.	4-1983	14,710.00	21,800.00	21,800.00	3-1967	3-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 7675.	4-1983	10,474.00	16,418.00	16,418.00	6-1967	6-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 91635.	5-1983	9,699.00	14,632.00	14,632.00	4-1968	4-1968
1 Tank Car	ICC 111A60-W-1	23,200	GATX 10011.	3-1983	26,385.00	39,805.00	39,805.00	1-1963	1-1968
1 Tank Car	ICC 112A340-W	33,500	GATX 31554.	4-1983	18,588.00	29,293.00	29,293.00	12-1951	12-1967
1 Tank Car	ICC 103-W	8,000	GATX 81917.	5-1983	14,166.00	13,841.00	13,841.00	5-1960	5-1960
1 Tank Car	ICC 105A300-W	11,000	GATX 80439.	4-1983	11,139.00	11,015.00	11,015.00	12-1959	12-1959
1 Tank Car	ICC 111A100-W-1	8,000	GATX 91616	4-1983	14,194.00	21,413.00	21,413.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	15,000	GATX 98261.	4-1983	16,806.00	26,343.00	26,343.00	8-1967	8-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 12231.	3-1983	14,098.00	22,429.00	22,429.00	4-1968	4-1968
1 Tank Car	ICC 111A60-W-1	10,000	GATX 10176.	3-1983	9,830.00	15,408.00	15,408.00	9-1967	9-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATX 38123.	6-1983	10,645.00	16,685.00	16,685.00	11-1967	11-1967

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\$1,785,097.00

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 111A60-M-1	22,000	GATX 24680.	\$45,409.00	\$48,182.00	\$ 48,182.00	8-1980	8-1980
1 Tank Car	DOT 111A60-M-1	20,000	GATX 34222.	47,217.00	50,100.00	50,100.00	8-1980	8-1980
5 Tank Cars	DOT 111A100-M-1	20,000	GATX 50882, 50884-50887.	43,807.00	46,482.00	232,410.00	8-1980	8-1980
2 Tank Cars	DOT 111A100-M-1	20,000	GATX 52603, 52604.	40,920.00	43,419.00	86,838.00	8-1980	8-1980
2 Tank Cars	DOT 111A100-M-1	26,000	GATX 69263, 69265.	59,084.00	62,692.00	125,384.00	8-1980	8-1980
3 Tank Cars	DOT 111A100-M-1	12,500	GATX 69343, 69345, 69346.	42,999.00	45,625.00	136,875.00	8-1980	8-1980
1 Tank Car	DOT 111A60-M-1	20,000	GATX 11948.	46,054.00	48,866.00	48,866.00	9-1980	9-1980
2 Tank Cars	DOT 111A100-M-1	26,000	GATX 22656, 22658.	43,895.00	46,576.00	93,152.00	9-1980	9-1980
1 Tank Car	DOT 111A100-M-1	26,000	GATX 69266.	59,084.00	62,692.00	62,692.00	9-1980	9-1980
8 Airslide Cars	L0	4,566 Cu.Ft. ATM 48317-48319, 48322-48326.		46,722.00	50,278.00	402,224.00	8-1980	8-1980
3 Airslide Cars	L0	4,566 Cu.Ft. GACX 48433, 48435, 48436.		48,339.00	52,017.00	156,051.00	8-1980	8-1980
7 Airslide Cars	L0	4,180 Cu.Ft. GACX 48491, 48493, 48494, 48510-48513.		45,449.00	48,908.00	342,356.00	8-1980	8-1980

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\$1,785,130.00